

§ 407.5

12 CFR Ch. IV (1–15 Edition)

(8) The information required by this subsection shall be disclosed except to the extent that it is exempt from disclosure under any section of § 407.2(a).

(b) *Voting.* (1) Action to close a meeting, or any portion thereof, pursuant to any section of § 407.2(a), other than paragraphs (a) (4), (8), (9)(i), or (10), or any combination thereof, shall be taken only when a majority of the entire voting membership of the Board of Directors votes to take such action.

(2) A separate vote of the Board of Directors shall be taken with respect to each meeting, or any portion thereof, which is proposed to be closed to the public pursuant to any section of § 407.2(a) other than paragraphs (a) (4), (8), (9)(i) or (10), or any combination thereof, or with respect to any information which is proposed to be withheld under any section of § 407.2(a), other than paragraphs (a) (4), (8), (9)(i) or (10), or any combination thereof.

(3) A single vote of the Board of Directors may be taken with respect to a series of meetings, or any portion thereof, which are proposed to be closed to the public pursuant to any paragraph of § 407.2(a), other than paragraphs (a) (4), (8), (9)(i) or (10), or combination thereof, or with respect to any information concerning such series of meetings, so long as each meeting in such series involves the same particular matters and is scheduled to be held no more than 30 days after the initial meeting in such series.

(4) Whenever any person whose interests may be directly affected by any portion of a meeting which is to be open to public observation submits a request in writing to the Office of the Secretary that the Board of Directors close such portion to the public under paragraph (a) (5), (6) or (7) of § 407.2, the Board of Directors, shall vote by recorded vote on whether to close such portion.

(5) No proxy vote will be permitted for any vote required under this section.

(6) A record of each vote indicating the vote of each Director pursuant to paragraphs (b) (1), (2), (3) or (4) of this section will be posted in the Office of the Secretary within one day after it has been taken. *Provided*, That if a meeting or portion thereof is to be

closed, such record shall be accompanied by: (i) A full written explanation of the reasons for closing such meeting or portion thereof and (ii) a list of all persons expected to attend such meeting or portion thereof and their affiliation.

[42 FR 12417, Mar. 4, 1977, as amended at 72 FR 66043, Nov. 27, 2007]

§ 407.5 Certification by General Counsel.

For every meeting closed pursuant to any paragraph of § 407.2(a), the General Counsel of Eximbank will be asked to certify prior to such meeting that in his or her opinion such meeting may properly be closed to the public, and to state which of the exemptions set forth in § 407.2(a) he or she has relied upon. A copy of such certification will be posted in the Office of the Secretary. The original certification together with a statement from the presiding officer of such meeting setting forth the time, date and place of such meeting and the persons present will be retained by Eximbank as part of the transcript, recording or minutes of such meeting described below.

§ 407.6 Transcripts, recordings and minutes of closed meetings.

Eximbank will maintain a complete transcript or electronic recording of the proceedings of every meeting or portion thereof closed to the public. *Provided, however*, That if any meeting or portion thereof is closed pursuant to paragraphs (8), (9)(i) or (10) of § 407.2(a), Eximbank may maintain a set of detailed minutes for such meetings in lieu of a transcript or electronic recording. The entire transcript, electronic recording or set of minutes of a meeting will be made promptly available to the public for inspection and copying in the Office of the Secretary. Copies of such transcript or minutes, as well as copies of the transcription of such recording disclosing the identity of each speaker, will be furnished to any person at the actual cost of duplication or transcription. However, Eximbank will not make available for inspection or copying the transcript, electronic recording or minutes of the discussions of any item on the agenda